

Gresham Pleasant Valley Neighborhood Association

Article I Purpose

Section 1 Name of the Organization: Gresham Pleasant Valley Neighborhood Association (GPVNA).

Section 2 Purpose of the GPVNA: The purposes for which GPVNA is organized are:

1. To enhance the livability of the area by establishing and maintaining an open line of communication and liaison between the neighborhood, the City of Gresham, other participating agencies, and other neighborhoods.
2. To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
3. To perform all of the activities related to said purposes.
4. Nothing in these bylaws shall preclude an association from forming as a non-profit organization.

Article II Membership

Section 1 Membership Qualifications: Membership in GPVNA shall be open to any person who lives on or owns any real property, or any legal entity that operates a place of business or institution, within the recognized boundaries of the GPVNA. Any person meeting this criteria shall be considered a member of the GPVNA.

Section 2 An active member is defined as one who has attended at least one general or special meeting within the last calendar year.

Section 3 Membership Voting: All residents and property owners shall have one vote for each adult owner or resident. Any business shall have one vote for each business entity.

Article III Dues

Charging of dues or membership fees shall be prohibited; however, voluntary contributions and fundraising activities are encouraged.

Article IV Membership Meetings

Section 1 General Membership Meetings: There shall be monthly meetings until the GPVNA membership decides otherwise.

Section 2 Special Membership Meetings: The President may call special meetings of the membership, or the Vice-President in the President's absence, as deemed necessary.

Reasonable attempt to notify all GPVNA members through e-mail or any other methods deemed reasonable by GPVNA shall be made prior to meetings at least seven (7) days in advance.

Section 3 Agenda: The President shall prepare the agenda for general and special meetings of the membership. Any member of the GPVNA may make a motion to add an item to the general or special agendas at those respective meetings. Adoption of that motion requires a second and majority vote. Any non-member may request to add an item to the agenda by submitting the item in writing to the GPVNA officers at least seven (7) days in advance of the membership meetings. The President shall place the item on the agenda only if the majority of the officers agree to do so.

Section 4 Quorum: A quorum for any general or special meeting of GPVNA shall be a minimum of ten (10) members in attendance. Unless otherwise specified in these bylaws, decision of the GPVNA shall be made by a majority vote of those members present at any meeting.

Section 5 Participation: Any general, special, officer or committee meeting of GPVNA is open to any person to observe. However, only members may participate in discussion and are entitled to vote. Non-members may participate in discussion if an item from a non-member has been placed on the agenda per the requirements of Section 3, Article IV. The presiding officer may regulate the order and length of appearances and limit appearances to relevant points. All actions or recommendations of the general or special meetings shall be recorded in the minutes, including minority reports.

Section 6 Procedures: Meetings of the GPVNA shall be agenda driven. Minutes can be approved without reading. Copies of the previous meetings minutes will be available at each meeting for review.

Article V Neighborhood Officers

Section 1 Number of Neighborhood Officers: The GPVNA officers shall determine the exact number of office positions annually. There shall be at least three (3) officers and the GPVNA may add additional officers as needed.

Section 2 Terms of Office: Each officer shall hold office for a term of one (1) year for which he/she is elected or appointed and until his/her successor has been elected or appointed to take office.

Section 3 Eligibility for Officer Service: Only persons eligible for GPVNA membership shall be qualified to hold an elected or appointed position.

Section 4 Duties of Officers: The officers shall manage the affairs of GPVNA in the interim between general meetings. The officers shall be accountable to the membership; shall disclose proposed policies or actions at scheduled meetings; shall seek the views of all affected by the proposed policies or actions before adopting any recommendation on behalf of GPVNA; and shall strictly comply with these bylaws.

Section 5 Election of Officers: Officers shall be elected annually by a vote of the membership at the first meeting of each new calendar year. The names of all candidates for the officer slate shall be placed in nomination. Secret written ballots shall be used for voting for officers. Election requires a majority vote of the membership present.

Section 6 Officer Vacancies: The officers may fill any vacancy on the GPVNA or committee by majority vote of the officers in cases involving absences by an officer or committee member from three (3) consecutive meetings, or if a position is vacated for any reason. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his/her successor is elected or appointed.

Section 7 Duties of Officers:

1. President: The President shall prepare the agenda and preside at all meetings of the officers and membership; shall appoint member of committees, who are not elected, with a majority approval of the officers. The President shall make all necessary reports to the City of Gresham in compliance with the Neighborhood Association Recognition Ordinance. Upon leaving office, the President shall serve in an advisory capacity to the current officers for a period of six months.
2. Vice-President: The first alternate shall assist the President; in the President's absence shall function as President.
3. Secretary: The Secretary shall keep minutes and written records of majority and minority opinions expressed at all meetings; shall be responsible for all correspondence of GPVNA; shall make records of GPVNA available for inspection at any reasonable time.
4. Treasurer: The Treasurer shall be held accountable for all funds and shall give an accounting at each general meeting; shall receive, keep safe and disburse GPVNA funds, but such disbursement shall require the signature of the President.
5. The GPVNA may establish additional committee chairpersons to serve with the officers as necessary.

Section 8 Emergency Powers of the Officers: In such cases where the officers are required to provide neighborhood response before a question can be presented to the membership, the officers must indicate to the questioner that this is the case, and shall present the action taken at a special or general meeting within fourteen (14) days, or within a lesser time for ratification by the membership where circumstances dictate.

Section 9 Resignation and Removal: Any officer member may be removed from office by an affirmative vote of two thirds of the members of the association present at the meeting, the notice of which shall have specified the proposed removal. In addition, officer members failing to attend three (3) consecutive meetings shall be automatically deemed to have resigned.

Article VI Committees

The officers shall establish both standing and ad hoc committees, as they deem necessary. Committees shall make recommendations to the officers for officer actions. Committees shall not have the power to act on behalf of the organization without the specific authorization from the officers. Committee Chairs shall be elected by the membership. Committee members shall be appointed.

Article VII Conflict of Interest

Section 1 Definition: A conflict of interest exists for an officer whenever the officer holds a personal financial interest which will be impacted by the action or inaction by GPVNA on a proposal before the membership or officers. A personal financial interest shall include a financial interest held by the officer and/or by members of their immediate family. A personal financial interest includes an ownership interest above 5% of a business, which will be impacted by the decision of GPVNA. Examples of personal financial interest would include: employment by GPVNA; ownership of property the use or control of which is being considered by GPVNA; plans to purchase property the use or control of which is under discussion by the GPVNA, etc.

Section 2 Declaring the Conflict of Interest: Whenever an officer determines that they have a conflict of interest relating to an item under discussion, they must inform the body (membership of officers) hearing the proposal that the conflict of interest exists.

Section 3 Abstention from Voting: Officers shall not vote on matters in which they have a conflict of interest.

Article VIII Indemnification

GPVNA shall indemnify an officer who may be party to a proceeding as a result of the individual being or having been an officer to the fullest extent provided by the laws of the State of Oregon now in effect or later amended.

Article IX Procedure for Consideration of Proposals

Section 1 Submission of Proposals, Grievances or Concerns: Any person or group, which is not a member of the GPVNA, may propose items for consideration and/or

recommendation to the GPVNA President. The officers shall decide whether the proposed items shall be heard by the GPVNA and, if so, which meeting is most appropriate for the item to be heard.

Section 2 Any GPVNA member of City Department may notify in writing items for consideration and/or recommendation to the GPVNA President. The GPVNA President shall then schedule the item at a meeting that is mutually acceptable to the officers and the proposer.

Section 3 Notification: The proposer and members directly affected by such proposals shall be notified in writing of the place, day and hour the proposal shall be reviewed not less than seven (7) days in advance by telephone, e-mail, mail or public notice.

Section 4 Attendance: The proposer may attend this meeting to make a presentation and answer questions concerning the proposal.

Section 5 GPVNA minutes shall be available through the Secretary of the GPVNA and posted on the GPVNA website – www.GPVNA.com. A copy will also be made available to the public through the submittal of the minutes to the City of Gresham.

Article X Boundaries

Section 1 Boundaries: Boundaries of the GPVNA shall be defined as follows: All properties currently annexed in the Gresham Pleasant Valley Phase 1 Plan.

Section 2 Boundary Amendments: Boundaries of the GPVNA shall be reviewed and updated as needed.

Article XI Public Meetings / Public Record Requirement:

GPVNA shall abide by all Oregon statutes relative to public meetings and public records. Official action(s) taken by the GPVNA must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) taken. A summary discussion, including all dissenting views, should be transmitted along with any recommendation made by GPVNA to the City

Article XII Non-Discrimination

GPVNA shall afford equal opportunities for participation in the Neighborhood Association to all persons who meet the membership qualifications regardless of race, color, religion, sex, age, handicap, familial status, or national origin.

Article XIII Adoption and Amendment of Bylaws:

All amendments to these bylaws must be proposed in writing and submitted to the GPVNA President, who will then distribute copies of the proposed amendment/s to active members at least thirty (30) days before voting on their adoption. Reasonable attempts to notify all GPVNA members of the proposed amendments through public notice or any other methods deemed reasonable by the GPVNA shall be made at least seven (7) days prior to voting. This notice shall specify the date, time, and place for consideration of the proposed amendment/s. Adoption of, and amendments to, these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting, and must be ratified by the Gresham City Council prior to becoming amended.